

PFC Board of Directors Meeting Minutes – March 13, 2008

Location: Ann Arbor District Library, 343 S. Fifth Avenue - 4th Floor Conference Room

Attendance

Board Members: Linda Diane Feldt, President; Chris Good, Vice President; George Esler, Secretary; Pete Schermerhorn, Treasurer; Katie Wimsatt.

Absent: Anjanette Bunce, Laura Trumbull.

Ken Charboneau, PFC General Manager

John Austin, Board administrative assistant, recording minutes

Guest: Cheri Rieman, PFC kitchen staff member.

Chris served as facilitator for the meeting.

Call to order - at 6:35PM by Chris.

Member Comments - Following up on her presentations at the November and February Board meetings regarding the need for a living wage for Co-op Staff, Cheri read from written comments she also provided to the Board. She said that since financial resources are always limited, planning for expenditures involves choices and thorough consideration of all needs is necessary. She suggested that input from Level 1 employees be included in making spending decisions. Cheri also asked if the Board could conduct a five-minute go-around discussion later in the meeting to elicit initial thoughts on the living wage idea.

Agenda Review - The *Living Wage* discussion was postponed until the April meeting due to Anjanette's absence. Chris urged the Board to add a brief living wage go-around to the agenda if possible, but it was decided that it would be more productive to wait for the overall Living Wage discussion in April when all Directors would also be present.

There were no *Announcements* or *Future Scanning* items.

Consent Agenda - *G.7 Board Meetings* was removed from the Consent Agenda for consideration in April. *Minutes 2/14/08 board meeting, Development minutes 11-28-07, Finance Committee minutes 2-28-08, and Candidate deadline extension.* All Directors present having reviewed and understood these materials, Linda Diane moved approval of the revised Consent Agenda, Pete supported, passed 5-0.

Report from the General Manager - Expanding on the written report he supplied for the meeting, Ken said the dairy/cheese cooler will be replaced this month. This is in the budget and had been planned for later in the year but is being done now because of the recurring breakdowns and unreliability of the existing cooler. The replacement is an eight year old unit costing \$2700. Delivery and installation costs are expected to be between \$1000 and \$1300. A new cooler would have cost \$12,000.

The new bulk bins will be installed in March or early April depending on delivery from the manufacturer. The old bins will be donated to Phoenix Earth Food Co-op in Toledo. In response to a question from Chris, Ken said that the opening of Plum Market did not seem to have had an enormous impact on PFC sales.

PFC Gift Policy – After brief discussion, Chris moved approval of the new policy L.9, Linda Diane supported, approved 5-0. The Governance Committee will recommend a monitoring schedule for Board approval.

E.3.a & E.3.a.1 non-compliance correction timeline (amplification of January monitoring report, requested by the Board) – Ken cited Federal labor law restrictions and other factors for a decline in volunteering, and announced a new approach offering specific opportunities at PFC and partnering with like-minded groups in the community to encourage and recognize volunteering on a larger scale. This will include an annual survey of Members that will build an inventory of those who are open to various volunteer opportunities. George praised this aspect in particular, saying such list will be very valuable. After further discussion and

positive comments from Directors, Katie moved acceptance of the monitoring report addendum, Linda Diane supported, approved 5-0.

Revised Patronage Rebate proposal - Federal law mandates that the percentage of profit returned to Members as patronage rebate in any year may not exceed the percent of total sales made to Members in that year. In 2007 that figure was 63%. The rebate approved at the December meeting would have exceeded that figure and violated the law. After discussion George moved the approval of the 63% rebate proposed by Ken, Pete supported, approved 4-0 with Katie abstaining.

Director & Officer insurance proposal - Because information had not been received from the insurance company, this item was postponed until the April meeting.

Vote validation/counting observation - After discussion and minor wording changes, Linda Diane moved approval of new policies G.13 and G.14 as amended, Chris supported, passed 5-0. The Governance Committee will review the Board's ballot counting procedures to determine if changes will be required to maintain procedural integrity and voter confidentiality when observers are present.

Annual Meeting plans - Chris said that all plans are proceeding as previously approved. Letters are being sent to proposed panelists and participants in the bazaar and work is continuing with Kevin Sharp, PFC Director of Outreach & Education. Chris will keep the Board informed as plans progress. Director attendance will be required from 5:30-9:00 on the night of the meeting for set up and clean up.

Recruitment update - Two candidates have turned in statements and applications, with two more possible soon. Because of concerns that having only two candidates for two board openings would make it difficult to achieve quorum in voting, which could invalidate the election, George moved that the candidate deadline be extended until Monday, March 17 at 10:00AM, Katie supported, approved 5-0.

It was noted that Bylaw 5.5 requires that ballots and candidate statements be delivered to Members no later than twenty-one days before the Annual Meeting. As the slow pace of candidate applications has now made it impossible to meet that requirement for the scheduled April 8 meeting, the Board agreed to postpone the Annual Meeting by at least two weeks. Chris will investigate the availability of *The Neutral Zone* and communicate with the Board by e-mail regarding options.

Meeting agenda creation procedure - The Board reviewed the summary of the current agenda creation process presented by Linda Diane and John.

Linda Diane felt ill and left the meeting at this point - 7:40PM.

Member/Board communication procedures - Directors discussed the draft policy prepared by Linda Diane. It was decided that clarification was needed as to what depth a long interchange on a single topic should be archived. The policy was referred back to the Governance Committee for revision and will be considered again in May.

Member petitions template - Chris moved approval of the template, Pete supported, passed 4-0.

Board Annual Report - Linda Diane will circulate a draft in e-mail for Board input and revision.

Ballot counting sessions - Chris will schedule sessions in e-mail discussion.

Board officer candidates - Postponed due to time constraints and absences.

Task Review - The Board's new TASK LIST-CURRENT may be viewed on line at <http://groups.google.com/group/pfcbod-archive>

Future Meetings - April 10 and May 8, 6:30PM at Menlo Innovations, 410 N. Fourth Avenue, Kerrytown Shopping Center third floor.

Attendance - Katie moved the approval of Anjanette's and Laura's absences, George supported, passed 4-0.

Meeting Evaluation - Positives: great facilitation by Chris; good movement; very efficient, good meeting; still moving forward despite workload and illness. Changes for future: none noted.

Executive session (Directors only) - The Board moved into executive session at 8:10PM to discuss personnel matters.

Adjournment - The Board adjourned the meeting by acclamation at 8:20PM.

Materials considered by the Board at this meeting may be viewed on line at:
<http://groups.google.com/group/pfcbod-archive>

Respectfully submitted by George Esler, Board Secretary